

ITEL

Rail Division

Two Embarcadero Center
San Francisco, California 94111
(415) 955-9090
Telex 34234

March 23, 1981

RECORDATION NO. 9291-2 Filed 1425

MAY 11 1981 -2 00 PM

INTERSTATE COMMERCE COMMISSION

Ms. Agatha Mergenovich, Secretary
Interstate Commerce Commission
Washington, DC 20423

RECEIVED
MAY 11 1 57 PM '81
I.C.C.
FEE OPERATION BR.

*Ms. Lee -
this one I think
is 9291-I, but please
double check -
thanks -*

Re: Itel Corporation, Rail Division
Equipment Trust 1978 Series 2

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel, for filing and recordation as an additional filing under Recordation No. 9291, filed at 9:40 A.M. on March 21, 1978, four (4) counterparts of the following document:

1. Amendment No. 2 to Equipment Trust Agreement dated as of February 1, 1978 (the "Amendment").

The names and addresses of the parties to the Amendment are:

Itel Corporation,
Rail Division
Two Embarcadero Center
San Francisco, CA 94111

First Security Bank of Utah, N.A.
Corporate Trust Division
79 South Main Street
Salt Lake City, UT 84111

The Equipment covered by the Amendment is described on Exhibit I attached hereto.

Also enclosed is a check for \$10.00 for the required recordation fee.

Countryman - Wm. H. Fournier

Ms. Agatha Mergenovich
Secretary
March 16, 1981
Page Two

Please stamp all counterparts of the enclosed Amendment with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts be delivered to the bearer of this letter.

Very truly yours,


Patricia S. Pineda
Counsel

PSP/vcp

Enclosures

cc: Robert S. Clark
Manager, Corporate Trust Division
First Security Bank of Utah, N.A.
79 South Main Street
Salt Lake City, UT 84111

Michael Walsh, Esq.
Weil, Gotshal & Manges
767 Fifth Avenue
New York, NY 10020

Margaret MacKenzie/Itel SFO

EXHIBIT I

<u>Trust Equipment Description</u>	<u>Units of Trust Equipment</u>	<u>Road Numbers</u>
70-Ton, 50'6" Boxcars with 8' double sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM	73	AHW 4000, 4002, 4004, 4006, 4007, 4013, 4014, 4015, 4016, 4017, 4018, 4019, 4020, 4021, 4022, 4023, 4024, 4025, 4026, 4027,, 4028, 4029, 4030, 4031, 4032, 4035, 4037, 4038, 4039, 4040, 4041, 4042, 4043, 4045, 4046, 4047, 4048, 4049, 4050, 4051, 4054, 4055, 4057, 4058, 4059, 4060, 4062, 4063, 4064, 4065, 4066, 4067, 4068, 4069, 4071, 4072, 4073, 4074, 4075, 4077, 4079, 4080, 4081, 4083, 4084, 4085, 4086, 4087, 4091, 4094, 4096, 4097, 4098
70-Ton, 50'6" Boxcars with 8' double sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM	27	HS 4001, 4003, 4005, 4008, 4009, 4010, 4011, 4012, 4033, 4034, 4036, 4044, 4052, 4053, 4056, 4061, 4070, 4076, 4078, 4082, 4088, 4089, 4090, 4092, 4093, 4095, 4099

Interstate Commerce Commission
Washington, D.C. 20423

5/11/81

OFFICE OF THE SECRETARY

Patricia S. Pineda, Counsel

Itel Rail Division

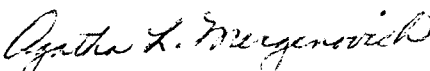
Two Embarcadero Center

San Francisco, Calif. 94111

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **5/11/81** at **2:00pm**, and assigned re-recording number(s). **9291-I**

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

MAY 11 1981 -2 00 PM

INTERSTATE COMMERCE COMMISSION

Amendment No. 2 to Equipment Trust Agreement Dated as of February 1, 1978

Amendment No. 2 dated as of April 7, 1981, to that certain Equipment Trust Agreement (hereinafter the "Agreement"), dated as of February 1, 1978, between First Security Bank of Utah, N.A., as Trustee (hereinafter "Trustee") and Itel Corporation (hereinafter "Itel").

WHEREAS, the Trustee and Itel are parties to the Agreement, which was filed and recorded with the Interstate Commerce Commission (hereinafter "I.C.C."), pursuant to 49 U.S.C. Section 11303, on March 21, 1978, and given recordation number 9291; and

WHEREAS, Itel and Hartford & Slocumb Railroad Company (hereinafter "H&S") entered into a lease of Equipment (as defined in the Agreement) dated as of July 1, 1975, (such lease together with any amendments or supplements thereto, being hereinafter called the "Lease"), providing for the leasing by Itel to H&S of ninety-nine (99) units of Equipments bearing the reporting marks HS 4000 - 4099 (the "Equipment"); and

WHEREAS, the Lease may also cover the leasing to H&S of other equipment not included as part of the Trust Equipment; and

WHEREAS, pursuant to an Agreement and Assignment dated as of April 1, 1978, H&S assigned to Ahnapee and Western Railway Company (hereinafter "AHW") all of its right, title and interest in and to the Lease and, effective on a unit-by-unit basis upon the renumbering and repainting of each unit of Equipment by AHW, the Equipment subject to the Agreement; and

WHEREAS, the Agreement was supplemented by that certain Supplement No. 2, dated as of April 1, 1978 (hereinafter the "Supplement"), between the Trustee and Itel, which was filed and recorded with the Interstate Commerce Commission, pursuant to 49 U.S.C. Section 11303, on April 27, 1978, and given recordation number 9291-B and which states that the Equipment is to be remarked from HS 4000 - 4099 to AHW 4000 - 4099; and

WHEREAS, only seventy three (73) of the abovementioned on hundred (100) units of Equipment have been renumbered and repainted, and it has been determined that the remaining twenty-seven (27) of the abovementioned units of Equipment will retain H&S marks.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein contained, the parties hereto hereby agree as follows:

SECTION 1. Schedule A to the Agreement is amended by (1) deleting therefrom the Equipment described in part (a) of Annex I, attached hereto, and by (2) adding thereto the Equipment described in part (b) of Annex I, attached hereto.


SECTION 2. Except as hereinabove specifically set forth, the Agreement as heretofore supplemented by Supplements Nos. 1 and 2, and as heretofore amended by Amendment No. 1 shall remain in full force and effect.

SECTION 3. The Provisions of this Amendment No. 2, and all rights and obligations of the parties hereunder, shall be governed by the laws of the State of Utah.

Attest:

FIRST SECURITY BANK OF UTAH, N.A.



Authorized Officer

By: 
Title: CORPORATE TRUST COUNSEL
Date: 5/8/81

Attest:

ITEL CORPORATION, Rail Division

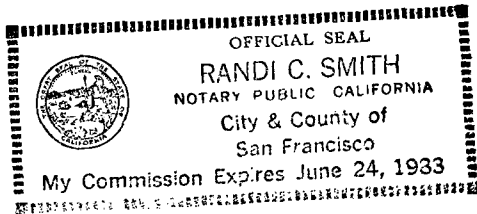
Authorized Officer

By: 
Title: President
Date: April 8, 1981

3/23/81-51

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 8th day of APRIL, 19 81, before me personally appeared EDWARD M. O'DEA, to me personally known, who being by me duly sworn says that such person is PRESIDENT of ETEL CORPORATION, Rail Division, that the foregoing was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

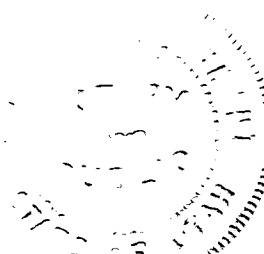


Randi C. Smith
Notary Public

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

On this 8th day of May, 19 81, before me personally appeared Mary Paxman McGee, to me personally known, who being by me duly sworn says that such person is Corporate Trust Counsel of First Security Bank of Utah, N.A., that the foregoing was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Randy R. Marshant
Notary Public



ANNEX I

LESSEE	UNITS OF TRUST EQUIPMENT	ROAD NUMBERS	TRUST EQUIPMENT DESCRIPTION
a) <u>Equipment to be deleted from Schedule A to the Equipment Trust Agreement;</u>			
Hartford & Slocomb Railroad Company	100	HS 4000 - 4099 Both Inclusive	70-ton, 50'6" Boxcars with 8' double sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM
Ahnapee and Western Railway Company	100	AHW 4000 - 4099 Both Inclusive	70-ton, 50'6" Boxcars with 8' double sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM
b) <u>Equipment to be added to Schedule A to the Equipment Trust Agreement:</u>			
Hartford & Slocomb Railroad Company	27	HS 4001, 4003, 4005 4008, 4009, 4010, 4011, 4012, 4033, 4034, 4036, 4044, 4052, 4053, 4056, 4061, 4070, 4076, 4078, 4082, 4088, 4089, 4090, 4092, 4093, 4095, 4099	70-ton, 50'6" Boxcars with 8' double sliding doors and 10" end-of-car cushioning, AAR Mechanical Designation XM

Annex I
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Ahnapee and Western
Railway Company

73

AHW 4000, 4002
4004, 4006, 4007,
4013, 4014, 4015,
4016, 4017, 4018,
4019, 4020, 4021,
4022, 4023, 4024,
4025, 4026, 4027,
4028, 4029, 4030,
4031, 4032, 4035,
4037, 4038, 4039,
4040, 4041, 4042,
4043, 4045, 4046,
4047, 4048, 4049,
4050, 4051, 4054,
4055, 4057, 4058,
4059, 4060, 4062,
4063, 4064, 4065,
4066, 4067, 4068,
4069, 4071, 4072,
4073, 4074, 4075,
4077, 4079, 4080,
4081, 4083, 4084,
4085, 4086, 4087,
4091, 4094, 4096,
4097, 4098

70-ton, 50'6" Boxcars with 8' double
sliding doors and 10" end-of-car cushioning,
AAR Mechanical Designation XM